

RECORDATION NO. 23204-II FILED

OCT 2 '01 3-20 PM  
TS  
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

October 2, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease (Schedule No. 8), dated as of September 28, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement which was previously filed with the Board under Recordation Number 23204.

The names and addresses of the parties to the enclosed document are:

Lessor:	Allfirst Bank 25 South Charles Street Baltimore, MD 21201
Lessee:	Norfolk Southern Railway Company 3 Commercial Place Norfolk, VA 23510

A description of the railroad equipment covered by the enclosed document is:

1 locomotive NS 5521

Mr. Vernon A. Williams  
October 2, 2001  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease (Schedule No. 8) between Allfirst Bank,  
Lessor and Norfolk Southern Railway Company, Lessee.

Also enclosed is a check in the amount of \$28.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', followed by a horizontal flourish.

Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM OF LEASE  
(Surface Transportation Board)**

THIS MEMORANDUM OF LEASE dated as of September 28, 2001 is between ALLFIRST BANK, a Maryland state chartered commercial bank (the "Lessor") and Norfolk Southern Railway Company, a Virginia Corporation (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Lessee has leased from Lessor certain locomotives identified on Schedule 1 attached hereto (the "Locomotives") under Equipment Schedule No. 8 to that certain Equipment Lease Agreement dated as of October 25, 2000 (hereinafter together as amended, modified, supplemented and or replaced from time to time as the "Lease").

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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RECORDATION NO. 23204-11 FILED

OCT 2 '01 3-20 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

ALLFIRST BANK

By: *Richard M. Folio*  
Name: Richard M. Folio  
Title: Vice President

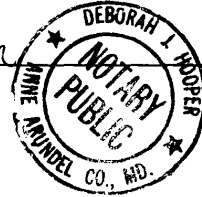
STATE OF Maryland)  
City ) ss:  
COUNTY OF Baltimore)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 24<sup>th</sup> day of September 2001 by Richard M. Folio Vice President of ALLFIRST BANK, a Maryland state-chartered commercial bank, on behalf of the bank.

My commission expires: 7/27/02

[Notarial Seal]

*Deborah I. Hooper*  
Notary Public



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

NORFOLK SOUTHERN RAILWAY COMPANY

By: William J. Romig  
Name: William J. Romig  
Title: Vice President and Treasurer

STATE OF Virginia )  
City ) ss:  
COUNTY OF Norfolk )

City The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the  
County of Norfolk this 28<sup>th</sup> day of September, 2001 by William J. Romig as  
VP & Treasurer of NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia Corporation.

Landra J. Kirby  
Notary Public

My commission expires: MARCH 31, 2002

[Notarial Seal]

**SCHEDULE 1**

**DESCRIPTION OF LOCOMOTIVES**

MANUFACTURER	MODEL	TYPE	PRE-REFURBISHMENT ROAD NO.	SERIAL NO.	POST-REFURBISHMENT ROAD NO.
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 2905	7191-49	NS 5521